

ATTACHMENT D

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

ZITO MEDIA, L.P.,

Complainant,

v.

PENNSYLVANIA ELECTRIC COMPANY,

Respondent.

File No.

DECLARATION OF KELLY RAGOSTA

I, KELLY RAGOSTA, declare as follows:

1. I serve as Commercial Services Project Manager for Zito Media, L.P. (“Zito”), with a general office address of 102 South Main Street, Coudersport, PA 16915. I make this Declaration in support of Zito’s Pole Attachment Complaint in the above-captioned case. I know the following of my own personal knowledge, and if called as a witness in this action, I could and would testify competently to these facts under oath.

2. I have been employed by Zito for seven years, and served as Zito’s Commercial Services Project Manager for four years. In this role, I am responsible for coordinating Zito’s pole attachment applications and for reviewing, managing and paying all of Zito’s pole attachment estimates and invoices, including but not limited to those stemming from attachment to poles owned by Pennsylvania Electric Company (“Penelec”).

3. I have reviewed the allegations made in the Pole Attachment Complaint filed in this proceeding as well as the exhibits attached hereto, and verify that they are true and correct to the best of my knowledge, information and belief.

4. Pursuant to the application process established by Penelec, once Zito submits an application, Penelec (or its assigned contractor) is to conduct a pre-attachment survey of the poles included on the application to determine if attachment can be made according to Penelec's specifications, including the National Electrical Safety Code ("NESC"), or if any on-pole alterations or adjustments are required to accommodate the new proposed attachment ("make-ready"). If Penelec (or its assigned contractor) determines that make-ready work is required, Penelec is to provide a cost estimate of such work to Zito. For work to move forward, Zito must then accept the charges in the cost estimate or, alternatively, modify its application to reflect adjustments to its proposed route to avoid costly make-ready work.¹

5. Starting in early 2015, Zito began to experience significant delays in connection with its pole attachment applications to Penelec. Penelec consistently failed to meet the timeframes prescribed by the Commission's rules for conducting its application review and pre-attachment survey and providing make-ready cost estimates to Zito and completing make-ready work.

6. Zito repeatedly expressed its concerns to Penelec about the excessive delays, which in turn delayed Zito's ability to timely deploy its network on critical projects.

7. Penelec acknowledged that it was unable to timely process applications for attachment to its poles. Accordingly, on or about December 15, 2015, Penelec and Zito entered into a Temporary Attachment Agreement ("TAA") pursuant to which Penelec permitted Zito to install

¹ Starting in February 2016, Penelec began processing pole attachment applications using SPANs (Spatially-enabled Permitting and Notification system), a web-based application that is intended to serve as both a communications portal and workflow organization system.

temporary attachments for more than 50 then-pending applications by Zito for attachments to Penelec's poles, for which Penelec had failed to timely provide make-ready estimates or complete make-ready work.

8. Penelec's inability to comply with the Commission's prescribed application review, pre-attachment survey and make ready timeframes with respect to Zito's pole attachment applications continued throughout 2016.

9. On August 11, 2016, I emailed Robert Chumrik, Penelec Joint Use Engineer, and requested to schedule a call with Penelec to discuss, *inter alia*, "[h]ow to engage Penelec approved contractors to complete the undelivered make ready quotes (as a remedy under FCC guidelines)." *See* Exhibit 1 (August 11, 2016 email from me to Mr. Chumrik).

10. On August 19, 2016, Mr. Chumrik emailed me that Penelec had hired Sigma Technologies ("Sigma") "to help us with some of our larger make ready projects." *See* Exhibit 1 (August 19, 2016 email from Mr. Chumrik to me). Effectively, Sigma became the contractor that is responsible for processing all of Zito's applications for attachment to Penelec's poles in its territory North of Interstate 80 (I-80). In Penelec's territory South of I-80, Penelec continues to process Zito's applications without the use of a contractor.

11. Penelec charges Zito for the full cost of the application review and pre-attachment survey. Penelec did not allow Zito to participate in the selection of the contractor hired to perform this work or to provide input into the terms and conditions governing the scope or price of Sigma's work. Neither Penelec nor Sigma has provided Zito with a price sheet or schedule of charges regarding the work Sigma performs, nor is such information publicly available.

12. Even after hiring Sigma, Penelec still is not meeting the Commission's prescribed timeframes for conducting the pole attachment application review and pre-attachment survey and providing make-ready cost estimates.

13. Indeed, on August 31, 2016, Penelec and Zito agreed to extend the TAA to include 30 additional applications by Zito in Penelec's territory North of I-80, which applications had been pending without *any* review by Penelec since April and June 2016. And, Penelec and Zito once again agreed to extend the TAA on February 2, 2017 to include nine applications by Zito for attachment to poles in Penelec's territory North of I-80 and on which neither Penelec nor Sigma had conducted any review since they were filed by Zito in August-November 2016.

14. Upon information and belief, Penelec directs Sigma to conduct a full pole loading analysis for every pole in Zito's applications, regardless of the age and remaining strength of the pole or the facilities attached to the pole.

15. Penelec requires Zito to reimburse it directly for all charges related to Sigma's pre-attachment survey and make-ready design, including the full pole loading analysis.

16. Upon information and belief, Sigma makes decisions about required make-ready work without taking into account information provided by Zito. As such, the make-ready cost estimates are higher than what they would be if Zito's input were considered. Moreover, the make-ready cost estimates that Sigma provides to Zito do not provide sufficient details to enable Zito to assess the reasonableness of the charges.

17. Upon information and belief, Penelec is using the pre-attachment survey to identify poles that it believes need to be replaced for Penelec's own "betterment." For example, after Zito researched the make-ready estimates provided by Sigma on two applications indicating "will replace pole" for ten poles, Zito discovered that there were no attachments other than

Penelec's on all but one of the poles. On September 22, 2017, I emailed Mr. Chumrik and provided Penelec the photos Zito took of each such pole and requested that Penelec provide the engineering analysis to support the decision to replace those poles. On September 27, 2017, Mr. Chumrik responded to me that Zito needed to input its request for clarification to Sigma through the SPANs communication portal, and that failure to do so would "only delay the process." I responded to Mr. Chumrik in an email dated September 28, 2017, stating: "While we understand your desire for the conversations regarding questionable poles to happen through SPANs, I want to point out that we have responded through SPANs on specific applications in the past and have yet to get a response back from Penelec," and provided a list of applications on which Zito had transmitted questions through SPANs earlier in the year and to which it had not received a response. One month later, on October 27, 2017, Mr. Chumrik responded to me that in fact the poles at issue "were classified during engineering as Company betterment to Penelec" and that the estimates reflected a corresponding reduction in construction and engineering costs to Zito. I have no way of verifying whether or to what extent Penelec is paying Sigma's engineering charges associated with such betterment work. Before I was informed by Mr. Chumrik that the estimates did not include charges for Penelec betterment, I was under the impression that the estimates were high because they reflected charges to replace ten poles. Attached hereto as Exhibit 2 are copies of my correspondence with Mr. Chumrik in this regard.

18. The estimates provided to Zito by Penelec's contractor Sigma are not timely under the Commission's established timeframes. In addition, the estimates lack sufficient information about the make-ready work to be performed and attendant cost information to enable Zito to determine whether the charges are reasonable.

19. Of the 78 total applications submitted by Zito that have been assigned to Sigma, Sigma has only provided make-ready cost estimates for 23 – less than one-third of the applications. Although the estimates include separate lump sum dollar amounts for “engineering costs” and “make-ready labor and materials,” Sigma’s estimates do not provide sufficient detail for Zito to determine precisely what “engineering” tasks are being performed (such as collection of field survey data or analysis), and whether such tasks or the costs to complete them are reasonable or fairly attributable to Zito. Attached hereto as Exhibit 3 is a representative example of an estimate provided by Sigma through SPANs.

20. Based on the 23 estimates that have been provided to Zito by Sigma to date, on average, Sigma’s charge for the pre-attachment survey process is approximately \$212.46 per pole. I participated in telephone conferences calls among representatives of Zito and Penelec on May 1,² June 7, and June 22, 2017, during which Zito disputed these charges as unreasonable. I also attended an in-person meeting among representatives of Zito and Penelec in Erie, Pennsylvania on July 25, 2017, where Zito again disputed these charges as unreasonable.

21. Sigma’s charges for the pre-attachment survey process far exceed the costs charged by other pole owners in Pennsylvania for pre-attachment survey work. The amount charged by other Pennsylvania investor-owned electric utilities and telecommunications companies for the pre-attachment survey process is, on average, \$27.83 per pole. When Zito performs the survey itself in connection with its submission of a Pole Profile Sheet in Penelec’s territory South of I-80, the cost is \$17 per pole.

22. Before Sigma will issue a make-ready invoice, Zito is first required to “acknowledge” (i.e., accept the charges on) an estimate of the make-ready charges. However, Sigma’s make-

² On April 28, 2017, I emailed Mr. Chumrik an agenda for the call, which outlined Zito’s concerns. *See* Exhibit 4.

ready estimates do not provide essential information necessary to enable Zito to verify whether the proposed make-ready construction charges are reasonable and thus make a reasoned decision as to whether to accept the charges. For instance, the estimate lists the pole number and includes a note stating “Rearrangement Required” or “Will Replace Pole,” but no further information is provided about the pole, the facilities attached thereto, or the results of the survey to substantiate the make-ready decision. *See* Exhibit 3. Moreover, the make-ready estimate is provided as a lump sum estimate; the charges are not broken out on a per pole basis. *Id.* Without these essential details, Zito is unable to evaluate whether the make-ready work charges are reasonable or fairly attributable to Zito and thus, whether to proceed with the work, consider a less costly alternative route, or whether other safe, yet more cost-effective solutions should be pursued.

23. Zito requested that Penelec and Sigma provide more detailed information to substantiate and support the charges in its estimates during the May 1, June 7, and June 22, 2017 telephone conference calls and the July 25, 2017 in-person meeting among representatives of Zito and Penelec and in which I participated. I also specifically requested Penelec to provide such details in emails to Mr. Chumrik dated August 11, August 15, August 30, and September 28, 2017, each of which are attached hereto at Exhibit 5. To date, Penelec has not provided Zito with the requested information.³

24. On October 19, 2017, more than three months after Zito “acknowledged” a make-ready estimate for a particular application, Zito received an invoice from Penelec requesting payment in the amount of \$78,134.42 with no additional detail about the bases for the charges.⁴

³ As set forth below, Mr. Chumrik provided certain limited details about the make-ready required for a single application, but he did not provide and still has not provided the cost breakdown for the specific make-ready work to be performed on each pole in order for Zito to evaluate whether the lump-sum invoice charge is reasonable.

⁴ This is the first and only invoice Zito has ever received from Penelec for an application

See Exhibit 6. Likewise, Penelec's SPANs portal did not provide any additional make-ready detail about the poles in the application other than that all of the poles were "Approved" with the exception of one pole that was "Denied." Accordingly, on October 19, 2017, I emailed Mr. Chumrik and specifically requested that Penelec provide additional information regarding the total number of poles requiring make-ready work, the work to be performed on each pole, the cost breakdown per pole requiring make-ready work, and the number of pole replacements being proposed in connection with that application. On October 26, 2017, Mr. Chumrik responded to me and acknowledged that the information in the SPANs portal did not match the invoice for that application and that the information in SPANs was provided in error.⁵ Attached hereto as Exhibit 7 are copies of my correspondence with Mr. Chumrik in this regard. Penelec then provided certain limited details about the make-ready work for this particular application, but it did not provide and still has not provided the cost breakdown for the specific make-ready work to be performed on each pole, which information is necessary in order for Zito to evaluate whether the invoice charge is reasonable.

25. On June 22, 2017, I emailed Mr. Chumrik to provide Penelec with an example of a sufficiently detailed make-ready estimate that Zito had received from another pole owner.⁶ More than four months later, on October 27, 2017, Penelec responded to Zito that Penelec was "working with Sigma to develop a detailed engineering drawing package following the example

processed by Sigma, despite Zito's acknowledgment of Sigma's estimates as far back as June 2017.

⁵ In the same response, Mr. Chumrik noted that Penelec discovered and would be correcting similar errors on estimates for nine other applications that had not yet been transmitted to Zito. I asked Penelec which nine applications were at issue, but have not yet received a response. See Exh. 7.

⁶ The email also noted that the example demonstrated that the engineering and make-ready charges for that pole owner were significantly lower on a per-pole basis than those charged by Penelec. *Id.*

you sent us.” Attached hereto as Exhibit 8 are copies of my correspondence with Mr. Chumrik in this regard. Penelec still has not provided Zito with make-ready estimates that including the requisite details.

26. Based on 14 estimates that have been provided to Zito by Sigma through SPANs and for which Sigma was able to determine the number of poles requiring make-ready work, on average, on a per pole basis, Sigma’s make-ready charges are more than 200% higher than those of other Pennsylvania investor-owned electric utilities and telecommunications companies. Dividing the lump sum charges by the number of poles identified by Sigma as requiring make-ready work, Sigma’s average per-pole make-ready charge is \$3,303.56, whereas the average per-pole charge of other Pennsylvania investor-owned electric utilities and telecommunications companies is \$1,068.05. Because Penelec has not provided Zito with the requested information to substantiate its invoices, Zito is unable to identify the precise charges (i.e., by task) that are excessive.

27. Upon information and belief, Sigma charges for and requires Zito to pay to correct pre-existing non-compliant conditions on Penelec’s poles even though such work would be required regardless of whether Zito attaches to the pole.

28. Zito has made repeated requests for temporary attachments on applications where Sigma had not provided adequate make-ready estimates within the Commission’s prescribed timeframes and on which Zito needed to prioritize its deployment. These requests were made by Zito during the June 7, and June 22, 2017 telephone conference calls and the July 25, 2017 in-person meeting among representatives of Zito and Penelec and in which I participated. I also made specific requests for temporary attachments in emails to Mr. Chumrik dated August 25, September 15, September 20, and September 28, each of which are attached hereto at Exhibit 9.

29. Penelec has made it clear to Zito that it will not entertain any requests for temporary attachments unless Zito pays a make-ready estimate in full, regardless of whether Zito believes the charges to be unreasonable.

30. Penelec's previous agreements allowing Zito to employ temporary attachments were not conditioned on Zito's advance payment or acceptance of make-ready estimates. Indeed, for some of the applications associated with the previous temporary attachment agreements, Penelec never conducted the pre-attachment survey and engineering process.

31. Nevertheless, in order to expedite the ability to make temporary attachments on certain priority projects, Zito made payment in full of the make-ready estimates on 12 of its applications, and reserved its right to seek revisions to the estimates and seek refunds for any workarounds or canceled requests. On September 21, 2017, Zito tendered payment in the amount of \$446,349 to Penelec. More than one month after Zito's payment in-full, on October 23, 2017, Penelec provided Zito with an amendment to the TAA authorizing the temporary attachments.

32. As of the filing of the Complaint, Zito has 27 pending applications with Sigma on which no action has been taken and for which there is no agreement to allow Zito to employ temporary attachments. Two of those applications were filed in September 2016, 24 were filed in March, April and May 2017, one was filed in September 2017.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct to the best of my knowledge.

By: 
Kelly Ragosta

Dated: November 19 2017

EXHIBIT 1

-----Original Message-----

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Thursday, August 11, 2016 4:54 PM

To: Chumrik, Robert

Cc: Todd; Gerry Kane; DeWitt, Deanna R; Schafer, Stephen F; Forbes, John M; colin Higgin

Subject: Conference call request - outstanding applications for Tioga and Bradford counties

Bob,

I've attached a spreadsheet with all of the outstanding applications for Tioga & Bradford counties. Please let us know when we can schedule a call with Penelec to discuss the following:

1. Temporary attachment permission for the applications in the attached spreadsheet
2. How to handle the existing violations that were discovered during some of the rideouts.
3. How to engage Penelec approved contractors to complete the undelivered make ready quotes (as a remedy under FCC guidelines).

Please offer some dates/times so we can schedule a conference call to discuss all of these concerns.

Thanks.

Kelly

From: Chumrik, Robert <rchumrik@firstenergycorp.com>
Sent: Friday, August 19, 2016 10:00 AM
To: Todd McManus; 'Kelly Ragosta'
Cc: Dawson Chandler
Subject: Penelec's -- Contact Information for Ride Outs

Todd / Kelly :

Penelec has enlisted the services of Sigma Technology to help us with some of our larger Make ready projects. The contact person for Sigma will be Dawson Chandler. I will still be your normal point of contact for these job. However if you would like to contact Dawson to coordinate ride outs on some specific locations please feel free.

Dawson Chandler Office: 419.874.9262 Ext.152

Please cc me on EMAILS sent between you and Dawson

Thanks Bob

EXHIBIT 2

----- Forwarded Message -----

Subject:RE: *EXTERNAL* Request for engineering detail on pole replacements & SPANs clarification

Date:Fri, 27 Oct 2017 12:15:11 +0000

From:Chumrik, Robert <rchumrik@firstenergycorp.com>

To:Kelly Ragosta <kelly.ragosta@zitomedia.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>, Gerry Kane <gerry.kane@zitomedia.com>, Todd <todd.mcmanus@zitomedia.com>, George Goodling <george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>

Kelly:

I have reviewed the 10 poles that you sent photos of; thanks for putting them in SPANS notes. I did find that those replacements were classified during engineering as Company betterment to Penelec, those costs were removed at that time and therefore were not included in the estimates you received. Below is a summary of the impact of those removals.

-Proposal 20170324.2 We removed 28% of the total cost of the construction estimate

-Proposal 20170324.3 We removed 43% of the total cost of the construction estimate.

Removal of these Company betterment replacement poles also included a reduction of the engineering cost associated with the projects; therefore, you also were not charged for corresponding engineering costs associated with construction classified as Company betterment

In accordance with Steve Schafer's letter to Mr. Rigas, I am currently working with Sigma to develop a detailed engineering drawing package following the example you sent us from Ohio Edison. Our plan will be to send this drawing package as an attachment to the SPANS estimate proposal. We also envision including documentation denoting company betterment that should help avoid any further confusion. Please let me know if you have any questions.

Bob

Subject:Re: *EXTERNAL* Request for engineering detail on pole replacements & SPANs clarification

Date:Thu, 28 Sep 2017 10:12:38 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>, Gerry Kane <gerry.kane@zitomedia.com>, Todd <todd.mcmanus@zitomedia.com>, George Goodling <george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>, Lawrence M Deneff <larry.denef@zitomedia.com>

Bob,

To be clear, the following concerns were not addressed in your response:

- Acknowledgment of receipt of our payment for \$446,349
- Response to our request for temporary attachments on applications covered by the above payment
- Timeline of when we can expect the remainder of our applications to be sent back to us in SPANs for acknowledgment
- Specific question about choosing "don't agree" on individual poles in SPANs
- Request for Penelec/Sigma to provide engineering analysis detail by pole. We have asked multiple times for make ready details to be provided in SPANs. Having no detail under Penelec's response other than "will replace pole" or "rearrangement required" delays the process further for us. Perhaps if poles are being replaced on plant betterment that could be noted under the pole detail? And if costs were broken down & associated to specific poles we would be able to see plant betterment costs passed to Zito are \$0 for the pole(s)

in question. I believe right now, all of the make ready poles show \$0 for make ready billing and the amounts are only given as a total for the entire application(s).

We will put our specific pole replacement questions in SPANs. While we understand your desire for the conversations regarding questionable poles to happen through SPANs, I want to point out that we have responded through SPANs on specific applications in the past and have yet to get a response back from Penelec. Specifically the following were transmitted back to Penelec in April and June of this year and we have not yet seen any responses:

Number	Zito Work Order	FC Work Order	Last Xmit	Pending Record	Next
20160608.1	Site 2TI8840A - 390 Granger St (Blossburg)	58130966	4/20/2017	Reply	PN
20160608.2	Site 2TI8840A - 390 Granger St (Blossburg) App 2	58130980	6/12/2017	Reply	PN
20160608.3	Site 2TI8840A - 390 Granger St (Blossburg) App 3	58130991	4/21/2017	Reply	PN
20160608.4	Site 2TI8840A - 390 Granger St (Blossburg) App 4	58131150	6/12/2017	Reply	PN
20160615.2	Site 2TI8835A - Rt 414, Liberty (App 2)	58145930	6/12/2017	Reply	PN
20160615.3	Site 2TI8835A - Rt 414, Liberty (App 3)	58145944	6/12/2017	Reply	PN
20160615.4	Site 2TI8835A - Rt 414, Liberty (App 4)	58149100	4/21/2017	Reply	PN
20160615.5	Site 2TI8835A - Rt 414, Liberty (App 5)	58149105	4/20/2017	Reply	PN

Thanks.

Kelly

On 9/27/2017 2:23 PM, Chumrik, Robert wrote:

Kelly:

In response to your email, please make this request and all future requests through the SPANs system. This will enable the engineer who designed the make ready to answer any questions related to your proposal. EMAILS will only delay the process.

However, I was able to determine that 4 (3D91, A44x1972, A44x1959, and A44x1953) of the 10 poles included some betterment to Penelec, and that the associated betterment costs were already removed from the original estimate.

As for the remaining 6 poles, I cannot answer your question, but will be addressed by the Designer when you submit your inquiry through a SPANs comments.

Bob

-----Original Message-----

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Friday, September 22, 2017 4:13 PM

To: Chumrik, Robert [rchumrik@firstenergycorp.com]

Cc: Prindle, Rick [rprindle@firstenergycorp.com]; DeWitt, Deanna R

ddewitt@firstenergycorp.com; Schafer, Stephen F

ssschafer@firstenergycorp.com; Cunningham, Wallace W

wcunningham@firstenergycorp.com; Gerry Kane [gerry.kane@zitomedia.com];

Todd [todd.mcmanus@zitomedia.com]; George Goodling

george.goodling@zitomedia.com; Joe Laubach [joe.laubach@zitomedia.com];

Colin Higgin <colin.higgin@zitomedia.com>; James Rigas
<james.rigas@zitomedia.com>; Karina Valenti <karina.valenti@zitomedia.com>
Subject: *EXTERNAL* Request for engineering detail on pole replacements &
SPANs clarification

Bob,

I have attached photos of 10 poles on applications 20170324.2 &
20170324.3. All of these poles are listed as "will replace pole" in
SPANs. These photos were taken yesterday as part of a field review to
determine if Zito can do anything to avoid these pole replacements.

On all but one of these poles, there are no attachments other than power. We
do not understand why Penelec wants to replace them. Please provide the
engineering analysis to support the decision for these replacements.

As far as acknowledging the poles in SPANs, if we choose "don't agree"
on these individual pole replacements, will that hold up the scheduling of
the make-ready?

The payment for all of these applications was delivered to you via fedex on
9/21/17:

20170303.1, 20170303.2, 20170317.7, 20170317.8, 20170317.9, 20170320,
20170322, 20170322.1, 20170324, 20170324.1, 20170324.2, 20170324.3

Please address our outstanding request for temporary attachments on these
applications and also let us know when we can expect to see our other
outstanding applications transmitted back to us for acknowledgment.

Thanks.

Kelly

-

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EXHIBIT 3

Number: 20170303.1**Subtype: Attachment Proposal****Status: Replied; Pending Acknowledgement**

Comp	Related Proposal	Seq	By	Init
	20170303.1	N/A		Zito

+ Zito Information - Initiator**+ PN Information - Respondent****+ Proposal (3/3/2017 2:35 PM EDT)****- Reply (9/8/2017 12:13 PM EDT)**

Proposal Revision Requested	No Revision Requested
Foreign Owner Involved	North Eastern Pennsylvania Telephone Company
Foreign Owner Involved Confirmation	Unlink all FRN Poles if Change is Required
PN Operating Area	Towanda COC
PN Service Center	Montrose
PN Work Order Number	58622494
FE CREWS Zone	MONEWMIL
Zito-suggested FE Business Partner Desc.	Zito Media
Zito-suggested FE Contract #	25161
FE Business Partner Description	Value Not Available
FE Contract # or FE CIN #	Value Not Available
FE MPaT # / FE FC Code	Value Not Available
Survey Status	Not Required
Display Timeline Dates	No
Insp/Admin Fee to Zito	\$ 44.70
Engineering Cost to Zito	\$ 7,491.00
MR Labor and Materials Cost to Zito	\$ 54,127.63
MR Post-attachment Inspection Cost to Zito	\$ 0.00
MR Project Mgmt and Admin Cost to Zito	\$ 0.00
MR Pole-specific Costs to Zito	\$ 0.00
Total Make Ready Costs to Zito	\$ 54,127.63
Total Poles (Zito-owned)	0

Number: 20170303.1 Subtype: Attachment Proposal Status: Replied; Pending Acknowledgement	Comp	Related Proposal	Seq	By	Init
		20170303.1	N/A		Zito

MR Post-attachment Inspection Cost to Zito	\$ 0.00
MR Project Mgmt and Admin Cost to Zito	\$ 0.00
MR Pole-specific Costs to Zito	\$ 0.00
Total Make Ready Costs to Zito	\$ 54,127.63
Total Poles (Zito-owned)	0
Total Poles (PN-owned)	20
Total Poles (NEPTC-owned)	18
Anticipated 2-Pole Conditions	5
Occupied 2-Pole Conditions	0
Clean 2-Pole Conditions	0
Total Existing 2-Pole Conditions	0
Insp/Admin Fee to Zito	\$ 44.70
Engineering Cost to Zito	\$ 7,491.00
Make Ready Billing to Zito	\$ 54,127.63
Total Billing to Zito	\$ 61,663.33
PN Approved By	Chumrik, Robert G 814-873-1921
PN Approved Date	9/8/2017
Comments	Notification 337460978
Transmitted By	Chumrik, Robert G
Transmitted Date	9/8/2017 12:13:13 PM EDT

Acknowledgement (pending)

Authorization to Attach NOT AUTHORIZED to Attach. No Authorization will be provided until 1) Acknowledgement has been transmitted, 2) All payments have been received by FE, and 3) All FE Make Ready work has been completed.

Revision Required

Anticipated 2-Pole Conditions	5
Occupied 2-Pole Conditions	0
Clean 2-Pole Conditions	0
Total Existing 2-Pole Conditions	0
Insp/Admin Fee to Zito	\$ 44.70
Engineering Cost to Zito	\$ 7,491.00
Make Ready Billing to Zito	\$ 54,127.63
Total Billing to Zito	\$ 61,663.33

The National Electric Safety Code (NESC), regulations (i.e. local, state, federal), and FirstEnergy policy and construction standards shall be adhered to at all times.

[Attaching Party Guidelines \(July 2015\)](#)
[FE Billing Policy for FE Poles](#)

FE Policy/Safety Message

Initiator must also apply to Foreign Owner Involved to request permission to attach to any/all foreign-owned poles.

Foreign Application Requirement

Zito Approved By

Zito Approved Date

Comments

AP - Poles 20170303.1

+

Reply

-

Acknowledgement (pending)

Hide Tools

[Pole Owner](#)

[PN Pole Number](#)

[Address](#)

[Street Name](#)

[Dist and Dir from Ref Loc](#)

[Height](#)

[Class](#)

[Material](#)

[Year Set](#)

[Zito's Proposed Action](#)

[PN's Reply](#)

[Important Message](#)

[Zito Acknowledgement](#)

▼

Fill All

[New Height](#)

[New Material](#)

[Pole Placement By](#)

[Rearrangement By](#)

[Pole Removal By](#)

[2-Pole Condition](#)

[New Attachment Description](#)

[Number of New Pole Attachments](#)

[New Attachment 1 Type](#)

[New Attachment 1 Height](#)

[Approved New Attachment 1 Height](#)

[Make Ready Billing to Zito](#)

[Other Billing to Zito](#)

[Comments](#)

Fill All

▼

	PN	PN	PN
65	4N33265	4N33165	4N
TE DRIVE	PA.RTE.706	PA.RTE.706	PA
LE SW OF T-615 ON NW SIDE OF PA RTE 706	5TH POLE SW OF T-615 ON NW SIDE OF PA RTE 706	6TH POLE SW OF T-615 ON NW SIDE OF PA RTE 706	7TH
	40'	35'	40'
	Wood	Wood	Wo
	1961	1961	196
h JU or Add Attachment	Establish JU or Add Attachment	Establish JU or Add Attachment	Est
ed	Rearrangement Required	Will Replace Pole	Ap
		45'	
		Wood	
		PN	
	Other		
		PN	
		Anticipated	
ments to be Added	Attachments to be Added	Attachments to be Added	Att
	1	1	1
	CATV	CATV	CA
	22'3"	23'3"	27'
	\$ 0.00	\$ 0.00	
	\$ 0.00	\$ 0.00	
ments	Add Comments	Add Comments	Ad

EXHIBIT 4

From: Kelly Ragosta <kelly.ragosta@zitomedia.com>
Sent: Friday, April 28, 2017 2:24 PM
To: Chumrik, Robert
Cc: Colin Higgin; James Rigas; Gerry Kane; todd.mcmanus@zitomedia.com; Lawrence M. Deneff; Karina Valenti; george.goodling@zitomedia.com
Subject: Agenda for call on Monday

Bob,

I apologize for not getting this to you sooner, but these are our agenda items for the call on Monday.

Thanks.

Kelly

Agenda

1. Sigma's survey and engineering fees of approximately \$230 per pole are significantly higher than previous survey and engineering costs. They are unreasonable, excessive and non-competitive and benefit Penelec not Zito.
2. Survey and engineering costs are being driven up significantly because Sigma (a contractor under the control of Penelec) for no reason, does not allow Zito to do the field work, including the pole numbers, span footage, pole profiles and pictures, in the Sigma areas even though Penelec accepts our field work in non-Sigma areas where, not surprisingly, the process is much more efficient and the costs are much lower.
3. Make ready costs generated by Sigma's survey and engineering work are significantly higher than previous make ready costs. They are unreasonable, excessive and non-competitive and benefit of Penelec not Zito.
4. Make ready costs are being driven up significantly as a result of Sigma, for no reason, not doing joint ride-outs and insistence on doing design in a vacuum even though Penelec continues to do joint ride-outs in the non-Sigma areas where, not surprisingly, the process is much more efficient and the costs are much lower.
5. Lack of make ready data entered in SPANs. We must have make ready detail in order to pay an invoice and to determine if we can consider any alternatives to heavy make-ready.

EXHIBIT 5

Subject:Re: *EXTERNAL* Fwd: New Milford apps
Date:Fri, 11 Aug 2017 15:41:14 -0400
From:Kelly Ragosta <kelly.ragosta@zitomedia.com>
To:Chumrik, Robert <rchumrik@firstenergycorp.com>

Also - I know I've requested this many times - when estimates are put in, please provide details regarding number of make ready poles, replacements, etc.

On 8/11/2017 2:26 PM, Chumrik, Robert wrote:

Kelly:

I asked all to prioritize the 2 requested. As for the group, the schedule is to have the majority of them done by the end of August, with the oldest 4 or 5 in September.

As for invoices, The proper SPANS process is that once we have an estimate I would send that to you in the SPANS documents, this is where the majority of last fall's once are. Once you acknowledge the estimate, accept, then we will issue an official invoice. This is your opportunity to adjust the proposal or poles from the estimate. Once we have an agreed upon estimate Penelec will issue an invoice. I am waiting for your acknowledgement on those proposals before the invoice can be issued.

Thanks Bob

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]
Sent: Friday, August 11, 2017 11:27 AM
To: Chumrik, Robert <rchumrik@firstenergycorp.com>
Subject: *EXTERNAL* Fwd: New Milford apps

Bob,

Not knowing which jobs or parts of jobs have been engineered yet by Sigma, can we please prioritize and put the these two applications at the top of the list?

20170303.1

20170303.2

Thanks.

----- Forwarded Message -----

Subject:New Milford apps

Date:Fri, 11 Aug 2017 09:04:24 -0400

From:Karina Valenti <karina.valenti@zitomedia.com>

To:'Kelly Ragosta' <kelly.ragosta@zitomedia.com>

20170303.1

20170303.2

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Subject:Fwd: Fwd: Fwd: Re: *EXTERNAL* Fwd: New Milford apps
Date:Tue, 15 Aug 2017 11:09:22 -0400
From:Kelly Ragosta <kelly.ragosta@zitomedia.com>
To:chumrik, Robert <rchumrik@firstenergycorp.com>

Forgot to mention - while we are acknowledging this one, there is no information provided regarding number of make ready poles. Please provide that information so when we get the invoice I don't have to ask for it at that point.

Thanks.

----- Forwarded Message -----

Subject:Fwd: Fwd: Re: *EXTERNAL* Fwd: New Milford apps
Date:Tue, 15 Aug 2017 11:05:42 -0400
From:Kelly Ragosta <kelly.ragosta@zitomedia.com>
To:Chumrik, Robert <rchumrik@firstenergycorp.com>

Also - just clarified with Todd. Application 20160617 does not need to have poles removed. We will acknowledge that one today.

----- Forwarded Message -----

Subject:Fwd: Re: *EXTERNAL* Fwd: New Milford apps
Date:Tue, 15 Aug 2017 10:23:22 -0400
From:Kelly Ragosta <kelly.ragosta@zitomedia.com>
To:Chumrik, Robert <rchumrik@firstenergycorp.com>

Bob,

Are you working to set up another call? James and Steve left it that we need to schedule another one.

Thanks.

----- Forwarded Message -----

Subject:Re: *EXTERNAL* Fwd: New Milford apps

Date:Fri, 11 Aug 2017 15:38:16 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

Bob,

These are the only ones showing Zito as the next to respond (not including pending record of "Zito construction"). 4 of them were paid months ago and three of them are being put through for payment - see comments.

Number	Zito Work Order	FC Work Order	Last Xmit	Pending Record	Next	Total
20160617	Site 2TI8826D - Steam Valley Rd (Trout Run)	58156466	4/19/2017	Acknowledgement	Zito	
20160829	Culligan Water (Crux Inc.)	58282536	3/27/2017	Acknowledgement	Zito	
20161110.1	ViLogics Inc. (App 1)	15172637	7/3/2017	Acknowledgement	Zito	
20161212.1	Wilmore to Ebensburg - App 1	58512609	6/9/2017	Acknowledgement	Zito	
20161212.2	Wilmore to Ebensburg - App 2	58512626	6/9/2017	Acknowledgement	Zito	
20161220.1	Ebensburg (Manor to Locust)	58512768	7/3/2017	Proposal	Zito	
20161220.2	Ebensburg (Industrial Park Rd)	58512806	6/8/2017	Proposal	Zito	
20170105.2	Johnstown (188-09)	58528171	3/10/2017	Proposal	Zito	
20170118	245 Market St, Johnstown	58546051	4/20/2017	Acknowledgement	Zito	
20170306.2	PA Grain Processing	58631962	3/21/2017	Acknowledgement	Zito	
20170412	Brookville SD_Northside Elem	58708443	8/2/2017	Acknowledgement	Zito	

These are ones that have been acknowledged and we are waiting for Penelec to respond:

Number	Zito Work Order	FC Work Order	Last Xmit	Pending Record	Next	Comments
20160608.1	Site 2TI8840A - 390 Granger St (Blossburg)	58130966	4/20/2017	Reply	PN	Re
20160608.2	Site 2TI8840A - 390 Granger St (Blossburg) App 2	58130980	6/12/2017	Reply	PN	Re
20160608.3	Site 2TI8840A - 390 Granger St (Blossburg) App 3	58130991	4/21/2017	Reply	PN	Re
20160608.4	Site 2TI8840A - 390 Granger St (Blossburg) App 4	58131150	6/12/2017	Reply	PN	Ad
20160615.2	Site 2TI8835A - Rt 414, Liberty (App 2)	58145930	6/12/2017	Reply	PN	Ad
20160615.3	Site 2TI8835A - Rt 414, Liberty (App 3)	58145944	6/12/2017	Reply	PN	Ad
20160615.4	Site 2TI8835A - Rt 414, Liberty (App 4)	58149100	4/21/2017	Reply	PN	Re
20160615.5	Site 2TI8835A - Rt 414, Liberty (App 5)	58149105	4/20/2017	Reply	PN	Re

On 8/11/2017 2:26 PM, Chumrik, Robert wrote:

Kelly:

I asked all to prioritize the 2 requested. As for the group, the schedule is to have the majority of them done by the end of August, with the oldest 4 or 5 in September.

As for invoices, The proper SPANS process is that once we have an estimate I would send that to you in the SPANS documents, this is where the majority of last fall's once are. Once you acknowledge the estimate, accept, then we will issue an official invoice. This is your opportunity to adjust the proposal or poles from the estimate. Once we have an agreed upon estimate Penelec will issue an invoice. I am waiting for your acknowledgement on those proposals before the invoice can be issued.

Thanks Bob

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]
Sent: Friday, August 11, 2017 11:27 AM
To: Chumrik, Robert <rchumrik@firstenergycorp.com>
Subject: *EXTERNAL* Fwd: New Milford apps

Bob,

Not knowing which jobs or parts of jobs have been engineered yet by Sigma, can we please prioritize and put the these two applications at the top of the list?

20170303.1

20170303.2

Thanks.

----- Forwarded Message -----

Subject:New Milford apps
Date:Fri, 11 Aug 2017 09:04:24 -0400
From:Karina Valenti <karina.valenti@zitomedia.com>
To:'Kelly Ragosta' <kelly.ragosta@zitomedia.com>

20170303.1

20170303.2

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Subject:Re: *EXTERNAL* Fwd: New Milford apps

Date:Wed, 30 Aug 2017 09:37:19 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

CC:Gerry Kane <gerry.kane@zitomedia.com>, Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>

When putting the information in SPANs for acknowledgment, please provide the detail regarding the make-ready.

Also - how long after acknowledgment should it take to get an invoice?

On 8/30/2017 9:16 AM, Chumrik, Robert wrote:

Kelly:

We will be sending you 3 invoices shortly from the previous list. You only accepted 3 of the 8 and requested revisions on the other 5. Revisions will be done shortly and then the estimates will be sent to you for approval.

We will be sending you estimates on 11 from the newer list, through SPANS. Once approved we will issue the invoices. Also, I have a partner now so please include Rick Prindle on all correspondence. Rick will be helping to expedite these requests.

Thank You
Bob

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Tuesday, August 29, 2017 4:05 PM

To: Chumrik, Robert <rchumrik@firstenergycorp.com>

Cc: Gerry Kane <gerry.kane@zitomedia.com>

Subject: Re: *EXTERNAL* Fwd: New Milford apps

Bob,

Will we be seeing invoices soon? Do you still expect to have the majority of these done by end of August?

Thanks.

On 8/11/2017 2:26 PM, Chumrik, Robert wrote:

Kelly:

I asked all to prioritize the 2 requested. As for the group, the schedule is to have the majority of them done by the end of August, with the oldest 4 or 5 in September.

As for invoices, The proper SPANS process is that once we have an estimate I would send that to you in the SPANS documents, this is where the majority of last fall's once are. Once you acknowledge the estimate, accept, then we will issue an official invoice. This is your opportunity to adjust the proposal or poles from the estimate. Once we have an agreed upon estimate Penelec will issue an invoice. I am waiting for your acknowledgement on those proposals before the invoice can be issued.

Thanks Bob

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Friday, August 11, 2017 11:27 AM

To: Chumrik, Robert <rchumrik@firstenergycorp.com>

Subject: *EXTERNAL* Fwd: New Milford apps

Bob,

Not knowing which jobs or parts of jobs have been engineered yet by Sigma, can we please prioritize and put the these two applications at the top of the list?

20170303.1

20170303.2

Thanks.

----- Forwarded Message -----

Subject:New Milford apps

Date:Fri, 11 Aug 2017 09:04:24 -0400

From:Karina Valenti <karina.valenti@zitomedia.com>

To:'Kelly Ragosta' <kelly.ragosta@zitomedia.com>

20170303.1

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Subject:Re: *EXTERNAL* Request for engineering detail on pole replacements & SPANs clarification

Date:Thu, 28 Sep 2017 10:12:38 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>, Gerry Kane <gerry.kane@zitomedia.com>, Todd <todd.mcmanus@zitomedia.com>, George Goodling <george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>, Lawrence M Deneff <larry.denef@zitomedia.com>

Bob,

To be clear, the following concerns were not addressed in your response:

- Acknowledgment of receipt of our payment for \$446,349
- Response to our request for temporary attachments on applications covered by the above payment
- Timeline of when we can expect the remainder of our applications to be sent back to us in SPANs for acknowledgment
- Specific question about choosing "don't agree" on individual poles in SPANs
- Request for Penelec/Sigma to provide engineering analysis detail by pole. We have asked multiple times for make ready details to be provided in SPANs. Having no detail under Penelec's response other than "will replace pole" or "rearrangement required" delays the process further for us. Perhaps if poles are being replaced on plant betterment that could be noted under the pole detail? And if costs were broken down & associated to specific poles we would be able to see plant betterment costs passed to Zito are \$0 for the pole(s)

in question. I believe right now, all of the make ready poles show \$0 for make ready billing and the amounts are only given as a total for the entire application(s).

We will put our specific pole replacement questions in SPANs. While we understand your desire for the conversations regarding questionable poles to happen through SPANs, I want to point out that we have responded through SPANs on specific applications in the past and have yet to get a response back from Penelec. Specifically the following were transmitted back to Penelec in April and June of this year and we have not yet seen any responses:

Number	Zito Work Order	FC Work Order	Last Xmit	Pending Record	Next
20160608.1	Site 2TI8840A - 390 Granger St (Blossburg)	58130966	4/20/2017	Reply	PN
20160608.2	Site 2TI8840A - 390 Granger St (Blossburg) App 2	58130980	6/12/2017	Reply	PN
20160608.3	Site 2TI8840A - 390 Granger St (Blossburg) App 3	58130991	4/21/2017	Reply	PN
20160608.4	Site 2TI8840A - 390 Granger St (Blossburg) App 4	58131150	6/12/2017	Reply	PN
20160615.2	Site 2TI8835A - Rt 414, Liberty (App 2)	58145930	6/12/2017	Reply	PN
20160615.3	Site 2TI8835A - Rt 414, Liberty (App 3)	58145944	6/12/2017	Reply	PN
20160615.4	Site 2TI8835A - Rt 414, Liberty (App 4)	58149100	4/21/2017	Reply	PN
20160615.5	Site 2TI8835A - Rt 414, Liberty (App 5)	58149105	4/20/2017	Reply	PN

Thanks.

Kelly

On 9/27/2017 2:23 PM, Chumrik, Robert wrote:

Kelly:

In response to your email, please make this request and all future requests through the SPANs system. This will enable the engineer who designed the make ready to answer any questions related to your proposal. EMAILS will only delay the process.

However, I was able to determine that 4 (3D91, A44x1972, A44x1959, and A44x1953) of the 10 poles included some betterment to Penelec, and that the associated betterment costs were already removed from the original estimate.

As for the remaining 6 poles, I cannot answer your question, but will be addressed by the Designer when you submit your inquiry through a SPANs comments.

Bob

-----Original Message-----

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Friday, September 22, 2017 4:13 PM

To: Chumrik, Robert [rchumrik@firstenergycorp.com]

Cc: Prindle, Rick [rprindle@firstenergycorp.com]; DeWitt, Deanna R

ddewitt@firstenergycorp.com; Schafer, Stephen F

ssschafer@firstenergycorp.com; Cunningham, Wallace W

wcunningham@firstenergycorp.com; Gerry Kane [gerry.kane@zitomedia.com];

Todd [todd.mcmanus@zitomedia.com]; George Goodling

george.goodling@zitomedia.com; Joe Laubach [joe.laubach@zitomedia.com];

Colin Higgin <colin.higgin@zitomedia.com>; James Rigas
<james.rigas@zitomedia.com>; Karina Valenti <karina.valenti@zitomedia.com>
Subject: *EXTERNAL* Request for engineering detail on pole replacements &
SPANs clarification

Bob,

I have attached photos of 10 poles on applications 20170324.2 &
20170324.3. All of these poles are listed as "will replace pole" in
SPANs. These photos were taken yesterday as part of a field review to
determine if Zito can do anything to avoid these pole replacements.

On all but one of these poles, there are no attachments other than power. We
do not understand why Penelec wants to replace them. Please provide the
engineering analysis to support the decision for these replacements.

As far as acknowledging the poles in SPANs, if we choose "don't agree"
on these individual pole replacements, will that hold up the scheduling of
the make-ready?

The payment for all of these applications was delivered to you via fedex on
9/21/17:

20170303.1, 20170303.2, 20170317.7, 20170317.8, 20170317.9, 20170320,
20170322, 20170322.1, 20170324, 20170324.1, 20170324.2, 20170324.3

Please address our outstanding request for temporary attachments on these
applications and also let us know when we can expect to see our other
outstanding applications transmitted back to us for acknowledgment.

Thanks.

Kelly

-

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message.

EXHIBIT 6



10/15/2017

Cust / Acct Number 800290660 / 120003369176

Rec'd 10/19/17

Bill for:

ZITO MEDIA

611 VADER HILL RD

COUDERSPORT PA 16915

Invoice No.

90546548

Pre-payment request

Total Due and Payable Upon Receipt

The cost for providing this service is valid for a period not to exceed 90 days from 10/15/2017

General Description

Item	Description	Qty	Total
1	Services - NT MAKE READY APPLICATION # 20160615.3 DIRECT INVOICE QUESTIONS TO WILLIAM BROWN AT 419-279-6244 WR# 58145944 SAP# 15012317 To pay by credit card call 1-866-569-5288. Please be advised that a non-refundable service fee will be charged. Debit cards are not accepted.		78,134.42
Subtotal			78,134.42
Total Amount Due			78,134.42

General Information



Written correspondence may be mailed to:

Business Services

Penelec

5404 Evans Rd

Erie PA 16509

Questions regarding this

invoice may be directed to

Accounts Receivable:

1-814-868-8753



Return this part with a check or money order payable to:

PENELEC

Write name, phone, or address changes on back and check here. ☐

Invoice No.

Customer PO No.

Your Check Number/Date

Contract No.

90546548

120003369176

Amount Paid

Please Pay

78,134.42

Due By

Upon Receipt

ZITO MEDIA

611 VADER HILL RD

COUDERSPORT PA 16915

PENELEC

PO BOX 3612

AKRON OH 44309-3612

0112000336917600000000905465480000078134420078134422

EXHIBIT 7

Subject:RE: *EXTERNAL* Fwd: Zito Proposal 20160615.3 / WR # 58145944

Date:Thu, 26 Oct 2017 12:49:40 +0000

From:Chumrik, Robert <rchumrik@firstenergycorp.com>

To:Kelly Ragosta <kelly.ragosta@zitomedia.com>, Prindle, Rick <rprindle@firstenergycorp.com>, DChandler@teamsigma.com <DChandler@teamsigma.com>, Strein, Daniel L <dstrein@firstenergycorp.com>

CC:Todd <todd.mcmanus@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>

Hi Kelly:

I know I have asked that question in the past and yes, they are aware that these attachments are already on the poles. Will bring it up again on our next call just to confirm.

About Karina's inquiry. I did check with Sigma and asked why the SPANS response did not match the make ready work request. This was marked incorrectly on the SPANS document and there was make ready required on some poles. Sigma did a review of all the SPANS proposals they have and 9 others were found to have similar response errors. These have been corrected. We believe none of those 9 have been transmitted back to Zito. However, if you find any others please bring them to my attention and we will review.

Bob

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Wednesday, October 25, 2017 2:15 PM

To: Chumrik, Robert <rchumrik@firstenergycorp.com>; Prindle, Rick <rprindle@firstenergycorp.com>; DChandler@teamsigma.com; Strein, Daniel L <dstrein@firstenergycorp.com>

Cc: Todd <todd.mcmanus@zitomedia.com>; Karina Valenti <karina.valenti@zitomedia.com>

Subject: *EXTERNAL* Fwd: Zito Proposal 20160615.3 / WR # 58145944

Bob,

In addition to Karina's request below, we'd also like to know if this was engineered knowing that we were already temporarily attached? Or was it engineered for an additional attachment?

I'm concerned that the applications being engineered for ones we've already attached to may not be considering that we are already attached.

Thanks.

Kelly

----- Forwarded Message -----

Subject:Zito Proposal 20160615.3 / WR # 58145944

Date:Thu, 19 Oct 2017 11:54:56 -0400

From:Karina Valenti <karina.valenti@zitomedia.com>

To:'Chumrik, Robert' <rchumrik@firstenergycorp.com>, 'Forbes, John M' <jforbes@firstenergycorp.com>, 'Dawson Chandler' <DChandler@teamsigma.com>, dstrein@firstenergycorp.com

CC:'Kelly Ragosta' <kelly.ragosta@zitomedia.com>, 'Todd McManus' <todd.mcmanus@zitomedia.com>

Good morning,

We received invoice 90546548 today (10/19) after acknowledging the application in SPANS on 6/12/17. SPANS shows no make-ready detail that we can use as justification for a payment requested of \$78,134.42. All of the poles are listed as "Approved" with the exception of one that was "Denied."

You are all listed as "interested parties" in SPANS, however the contact on the invoice is William Brown, whose phone number provided is incorrect (listed as 419-279-6244). Can one of you assist us in obtaining the make-ready/engineering information including:

- Total number of make-ready poles
- Work to be performed on each pole
- Cost breakdown per make-ready pole
- Number of pole replacements

Thank you,

Karina Valenti

Zito Media Communications

814-320-0522 | karina.valenti@zitomedia.com

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EXHIBIT 8

Subject:Fwd: OhEd documentation

Date:Thu, 22 Jun 2017 16:25:05 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Schafer, Stephen F <ssschafer@firstenergycorp.com>, Endris, Robert M <rendris@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Chumrik, Robert <rchumrik@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>

CC:Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, todd.mcmanus@zitomedia.com, Lawrence M. Denef <larry.denef@zitomedia.com>, Gerry Kane <gerry.kane@zitomedia.com>

Good afternoon,

Larry Denef had mentioned on our call(s) that we'd gotten specific designs with details by pole from Ohio Edison and that the engineering cost/pole was well below the ~\$250 per pole cost.

I've attached an example of one of those designs showing make ready requirements by pole and a spreadsheet showing the engineering costs at ~\$79/pole.

Thanks.

Kelly

----- Forwarded Message -----

Subject:OhEd documentation

Date:Thu, 22 Jun 2017 11:56:03 -0400

From:Lawrence M Denef <larry.denef@zitomedia.com>

To:'Colin Higgin' <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>

CC:Gerry Kane <gerry.kane@zitomedia.com>, Kelly Ragosta <kelly.ragosta@zitomedia.com>

Subject:RE: *EXTERNAL* Request for engineering detail on pole replacements & SPANs clarification

Date:Fri, 27 Oct 2017 12:15:11 +0000

From:Chumrik, Robert <rchumrik@firstenergycorp.com>

To:Kelly Ragosta <kelly.ragosta@zitomedia.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>, Gerry Kane <gerry.kane@zitomedia.com>, Todd <todd.mcmanus@zitomedia.com>, George Goodling <george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>

Kelly:

I have reviewed the 10 poles that you sent photos of; thanks for putting them in SPANS notes. I did find that those replacements were classified during engineering as Company betterment to Penelec, those costs were removed at that time and therefore were not included in the estimates you received. Below is a summary of the impact of those removals.

-Proposal 20170324.2 We removed 28% of the total cost of the construction estimate

-Proposal 20170324.3 We removed 43% of the total cost of the construction estimate.

Removal of these Company betterment replacement poles also included a reduction of the engineering cost associated with the projects; therefore, you also were not charged for corresponding engineering costs associated with construction classified as Company betterment

In accordance with Steve Schafer's letter to Mr. Rigas, I am currently working with Sigma to develop a detailed engineering drawing package following the example you sent us from Ohio Edison. Our plan will be to send this drawing package as an attachment to the SPANS estimate proposal. We also envision including documentation denoting company betterment that should help avoid any further confusion. Please let me know if you have any questions.

Bob

-----Original Message-----

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]
Sent: Friday, September 22, 2017 4:13 PM
To: Chumrik, Robert <rchumrik@firstenergycorp.com>
Cc: Prindle, Rick <rprindle@firstenergycorp.com>; DeWitt, Deanna R <ddewitt@firstenergycorp.com>; Schafer, Stephen F <ssschafer@firstenergycorp.com>; Cunningham, Wallace W <wcunningham@firstenergycorp.com>; Gerry Kane <gerry.kane@zitomedia.com>; Todd <todd.mcmanus@zitomedia.com>; George Goodling <george.goodling@zitomedia.com>; Joe Laubach <joe.laubach@zitomedia.com>; Colin Higgin <colin.higgin@zitomedia.com>; James Rigas <james.rigas@zitomedia.com>; Karina Valenti <karina.valenti@zitomedia.com>
Subject: *EXTERNAL* Request for engineering detail on pole replacements & SPANS clarification

Bob,

I have attached photos of 10 poles on applications 20170324.2 & 20170324.3. All of these poles are listed as "will replace pole" in SPANs. These photos were taken yesterday as part of a field review to determine if Zito can do anything to avoid these pole replacements.

On all but one of these poles, there are no attachments other than power. We do not understand why Penelec wants to replace them. Please provide the engineering analysis to support the decision for these replacements.

As far as acknowledging the poles in SPANs, if we choose "don't agree" on these individual pole replacements, will that hold up the scheduling of the make-ready?

The payment for all of these applications was delivered to you via fedex on 9/21/17:

20170303.1, 20170303.2, 20170317.7, 20170317.8, 20170317.9, 20170320, 20170322, 20170322.1, 20170324, 20170324.1, 20170324.2, 20170324.3

Please address our outstanding request for temporary attachments on these applications and also let us know when we can expect to see our other outstanding applications transmitted back to us for acknowledgment.

Thanks.

Kelly

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EXHIBIT 9

----- Forwarded Message -----

Subject:Re: *EXTERNAL* Fwd: New Milford apps

Date:Fri, 25 Aug 2017 15:33:59 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

CC:Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Gerry Kane <gerry.kane@zitomedia.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>

Bob,

Please provide us with a list of invoices by application and the amounts that we need to pay in order to get temporary attachment permission. As of today, SPANS does not show anything for Zito to acknowledge for payment (other than the one Ebensburg application requiring further explanation on cost). I've attached a report generated from SPANs today showing all of our applications. I added comments where applicable in column L.

Assuming you can provide this information immediately, no call is necessary.

Thanks.

Kelly

Subject:recent SPANs acknowledgments

Date:Fri, 15 Sep 2017 16:16:02 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>, deann >> DeWitt, Deanna R
<ddewitt@firstenergycorp.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, Cunningham, Wallace W
<wcunningham@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Colin
Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Gerry Kane
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<george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Karina Valenti
<karina.valenti@zitomedia.com>

Bob & Deanna,

We are in the process of acknowledging the following applications in SPANs. In order to expedite processing and avoid any more delays, we are sending a check for \$446,349 to cover the engineering and make ready fees. I believe the Insp/Admin fees are billed separately as part of your SPANs maintenance billing.

Upon receipt of payment, please add these applications to our temporary attachment agreement.

Since we don't have the actual invoices, please let me know where to send the check (with the list of work orders attached) and to whose attention.

While we are paying the full costs for these applications, we ask that you do NOT replace any poles until we've had an opportunity to review for possible workarounds. We will provide feedback within 2 weeks. If we are able to avoid pole replacements (via going underground or setting poles), we expect Penelec to refund the make ready cost savings back to Zito.

Thanks.

Kelly

Number	Zito Work Order	FC Work Order	Insp/Admin Fee to Zito	Engineering Cost to Zito	Make Ready Billing to Zito
20170303.1	Site 2SU9548A - Rosebud Rd (App 1)	58622494	\$44.70	\$7,491.00	\$54,120.00
20170303.2	Site 2SU9548A - Rosebud Rd (App 2)	58622528	\$46.65	\$6,797.00	\$66,220.00
20170317.7	Wysox to New Milford - 53-140 to 55-139	58666779	\$51.20	\$7,785.00	\$14,800.00
20170317.8	Wysox to New Milford - 56-139 to 57-137	58666694	\$52.50	\$7,545.00	\$13,590.00
20170317.9	Wysox to New Milford - 57-137 to 57-138	58666667	\$40.15	\$5,340.00	\$12,940.00
20170320	Site 2SU9552A - Montrose FG Quarry Rd	58666798	\$38.20	\$6,252.00	\$38,770.00
20170322	Site 2SU9552A - 601 Deerlick St, Montrose	58666758	\$60.95	\$8,843.00	\$18,430.00
20170322.1	Site 2SU9547A - 12375 SR 3001, Springville	58666533		\$1,250.00	\$0.00
20170324	Site 2SU9543A - 211 Dean Rd, Meshoppen	58666617		\$2,240.00	\$7,930.00
20170324.1	Site 2SU9549A - 199 Whitney Rd, Springville (App 1)	58666745	\$52.50	\$2,821.60	\$4,750.00
20170324.2	Site 2SU9549A - 199 Whitney Rd, Springville (App 2)	58666722	\$55.75	\$6,648.00	\$80,530.00
20170324.3	Site 2SU9549A - 199 Whitney Rd, Springville (App 3)	58666707		\$5,161.00	\$66,050.00
Totals				\$68,173.60	\$378,170.00

Subject:Re: *EXTERNAL* Request for engineering detail on pole replacements & SPANs clarification

Date:Thu, 28 Sep 2017 10:12:38 -0400

From:Kelly Ragosta <kelly.ragosta@zitomedia.com>

To:Chumrik, Robert <rchumrik@firstenergycorp.com>

CC:Prindle, Rick <rprindle@firstenergycorp.com>, DeWitt, Deanna R <ddewitt@firstenergycorp.com>, Schafer, Stephen F <sschafer@firstenergycorp.com>, Cunningham, Wallace W <wcunningham@firstenergycorp.com>, Gerry Kane <gerry.kane@zitomedia.com>, Todd <todd.mcmanus@zitomedia.com>, George Goodling <george.goodling@zitomedia.com>, Joe Laubach <joe.laubach@zitomedia.com>, Colin Higgin <colin.higgin@zitomedia.com>, James Rigas <james.rigas@zitomedia.com>, Karina Valenti <karina.valenti@zitomedia.com>, Lawrence M Deneff <larry.denef@zitomedia.com>

Bob,

To be clear, the following concerns were not addressed in your response:

- Acknowledgment of receipt of our payment for \$446,349
- Response to our request for temporary attachments on applications covered by the above payment
- Timeline of when we can expect the remainder of our applications to be sent back to us in SPANs for acknowledgment
- Specific question about choosing "don't agree" on individual poles in SPANs
- Request for Penelec/Sigma to provide engineering analysis detail by pole. We have asked multiple times for make ready details to be provided in SPANs. Having no detail under Penelec's response other than "will replace pole" or "rearrangement required" delays the process further for us. Perhaps if poles are being replaced on plant betterment that could be noted under the pole detail? And if costs were broken down & associated to specific poles we would be able to see plant betterment costs passed to Zito are \$0 for the pole(s)

in question. I believe right now, all of the make ready poles show \$0 for make ready billing and the amounts are only given as a total for the entire application(s).

We will put our specific pole replacement questions in SPANs. While we understand your desire for the conversations regarding questionable poles to happen through SPANs, I want to point out that we have responded through SPANs on specific applications in the past and have yet to get a response back from Penelec. Specifically the following were transmitted back to Penelec in April and June of this year and we have not yet seen any responses:

Number	Zito Work Order	FC Work Order	Last Xmit	Pending Record	Next
20160608.1	Site 2TI8840A - 390 Granger St (Blossburg)	58130966	4/20/2017	Reply	PN
20160608.2	Site 2TI8840A - 390 Granger St (Blossburg) App 2	58130980	6/12/2017	Reply	PN
20160608.3	Site 2TI8840A - 390 Granger St (Blossburg) App 3	58130991	4/21/2017	Reply	PN
20160608.4	Site 2TI8840A - 390 Granger St (Blossburg) App 4	58131150	6/12/2017	Reply	PN
20160615.2	Site 2TI8835A - Rt 414, Liberty (App 2)	58145930	6/12/2017	Reply	PN
20160615.3	Site 2TI8835A - Rt 414, Liberty (App 3)	58145944	6/12/2017	Reply	PN
20160615.4	Site 2TI8835A - Rt 414, Liberty (App 4)	58149100	4/21/2017	Reply	PN
20160615.5	Site 2TI8835A - Rt 414, Liberty (App 5)	58149105	4/20/2017	Reply	PN

Thanks.

Kelly

On 9/27/2017 2:23 PM, Chumrik, Robert wrote:

Kelly:

In response to your email, please make this request and all future requests through the SPANs system. This will enable the engineer who designed the make ready to answer any questions related to your proposal. EMAILS will only delay the process.

However, I was able to determine that 4 (3D91, A44x1972, A44x1959, and A44x1953) of the 10 poles included some betterment to Penelec, and that the associated betterment costs were already removed from the original estimate.

As for the remaining 6 poles, I cannot answer your question, but will be addressed by the Designer when you submit your inquiry through a SPANs comments.

Bob

-----Original Message-----

From: Kelly Ragosta [<mailto:kelly.ragosta@zitomedia.com>]

Sent: Friday, September 22, 2017 4:13 PM

To: Chumrik, Robert [rchumrik@firstenergycorp.com]

Cc: Prindle, Rick [rprindle@firstenergycorp.com]; DeWitt, Deanna R

ddewitt@firstenergycorp.com; Schafer, Stephen F

ssschafer@firstenergycorp.com; Cunningham, Wallace W

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